

**OSHIMA CHUN
FONG & CHUNG LLP**
A LIMITED LIABILITY LAW PARTNERSHIP

August 19, 2004

PUBLIC UTILITIES
COMMISSION

AUG 19 3 03 PM '04

FILED

The Honorable Chairman and Members of
the Hawaii Public Utilities Commission
Kekuanaoa Building
465 South King Street, 1st Floor
Honolulu, Hawaii 96813

RE: Docket No. 04-0140 -- Application of Paradise Mergersub, Inc., GTE Corporation,
Verizon Hawaii Inc., Bell Atlantic Communications, Inc., and Verizon Select
Services Inc. for approval of a merger transaction and related matters

Dear Commissioners and Staff:

Pursuant to Protective Order No. 21034 filed on June 7, 2004, enclosed please find the
original protective agreements which were executed by the following representatives of
Paradise MergerSub, Inc.

1. Alan M. Oshima
2. Michael H. Lau
3. Kent D. Morihara
4. Lisa F. Sunda
5. William E. Kennard
6. Jeffrey A. Marks
7. Richard Cameron
8. Susan Lee Ko
9. Bryan C. Goldstein
10. Andrew Park
11. Matthew P. Boyer

In the event other members of the Paradise MergerSub, Inc.'s personnel and/or outside
consultants retained to assist us in our review become involved in this docket, additional
protective agreements will be executed with the originals forwarded to you.

Sincerely yours,



Michael H. Lau

MHL:ai
Enclosures

cc: Consumer Advocate
Stephen S. Melnikoff (DOD)
Les Ueoka, Esq. (Verizon)
Pamela Larson, Esq. (Time Warner Telecom)
Laura Mayhook, Esq. (Pacific LightNet)
Rebecca Covert, Esq. (Retirees/IBEW)

f:\document\lamol\carlyle group\protective order\tr to ca.doc

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Alan M. Oshima, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").


2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this August 16, 2004.



Signature

Oshima Chun Fong & Chung
841 Bishop Street
Suite 400
Honolulu, HI 96813

Address

(808) 528-4200

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Michael H. Lau, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this August 3, 2004.



Signature

Oshima Chun Fong & Chung

841 Bishop Street

Suite 400

Honolulu, HI 96813

Address

(808) 528-4200

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Kent D. Morihara, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

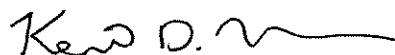
2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this August 3, 2004.



Signature

Oshima Chun Fong & Chung

841 Bishop Street

Suite 400

Honolulu, HI 96813

Address

(808) 528-4200

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Lisa F. Sunada, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").


2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this August 13, 2004.


Signature

Oshima Chun Fong & Chung
841 Bishop Street
Suite 400
Honolulu, HI 96813
Address

(808) 528-4200
Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, William E. Kennard, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this July 20, 2004.


Signature

Paradise MergeSub, Inc.
c/o The Carlyle Group
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004-2505
Address

(202) 585-1407
Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Jeffrey A. Marks, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

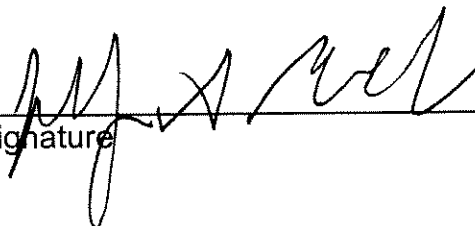
2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Washington, DC, this June 28, 2004.


Signature

Jeffrey A. Marks
555 Eleventh Street, NW, Ste. 1000
Washington, DC 20004
Address

(202) 637-2200
Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, RICHARD CAMERON, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise Merger Sub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise Merger Sub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise Merger Sub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Washington, DC, this June 28, 2004.

Richard Cameron

Signature

Latham & Watkins, LLP

555 Eleventh St. NW, Suite 1000

Washington DC 20004

Address

(202) 637-2225

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Susan Lee Ko, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at New York, NY, this August 9, 2004.



Signature

Paradise MergeSub, Inc.

c/o The Carlyle Group

520 Madison Avenue

41st Floor

New York, NY 10022

Address

(212) 381-4844

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Bryan C. Goldstein, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at San Francisco, California, this 10th day of August, 2004.



Signature

Latham & Watkins LLP
505 Montgomery Street
Suite 1900
San Francisco, CA 94111-2562
Address

(415) 391-0600
Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Andrew Park, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at Honolulu, Hawaii, this July 20, 2004.



Signature

Paradise MergeSub, Inc.

c/o The Carlyle Group

1001 Pennsylvania Avenue, N.W.

Washington, DC 20004-2505

Address

(202) 585-1407

Telephone Number

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Matthew P. Boyer, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

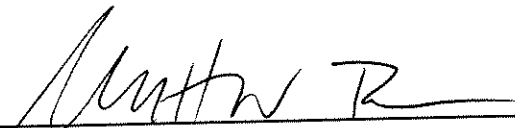
2. I am employed by, retained by or assisting Paradise MergerSub, Inc. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Paradise MergerSub, Inc. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Paradise MergerSub, Inc., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at New York, NY, this 16th day of August, 2004.



Signature

Paradise MergeSub, Inc.
c/o The Carlyle Group
520 Madison Avenue
41st Floor
New York, NY 10022

Address

(212) 381-4900

Telephone Number